

PROJECT APPLICATION

Confidentiality

All information contained in this Application will be treated confidentially to the extent permitted by law (see "Certification" section IV of this Application). Under the New York State Freedom of Information Law, information must be disclosed unless such information contains trade secrets (which, if disclosed, would cause irreparable harm). Please indicate which information provided in this Application constitutes trade secrets with an explanation as to why in a letter accompanying this Application. The letter should be addressed to the New York City Industrial Development Agency.

Are you applying for the:

| | |
|----------------------------------|-------------------------------------|
| Bond Program | <input type="checkbox"/> |
| Small Industry Incentive Program | <input type="checkbox"/> |
| Industrial Incentive Program | <input checked="" type="checkbox"/> |

(SIIP, if annual revenues are less than \$5 million and IIP, if annual revenues are greater than \$5 million)

By what date do you wish to close the proposed project financing? _____

| | |
|---|-------|
| I. Applicant Information | |
| Applicant's Name: GARY PLASTIC PACKAGING CORP. (AFFILIATE: VIELE MANUFACTURING CORP.) | |
| Address: 770 GARRISON AVENUE, BRONX, NEW YORK 10474-5693 | |
| Phone/Fax Numbers: | _____ |
| IRS Employer ID Number: | _____ |
| S.I.C. Code: | _____ |
| NY State Dept. of Labor Number (if applicable) | _____ |

Officer of Applicant completing this application (contact person):

Name: GARY HELLINGER Title: CHIEF EXECUTIVE
Phone #: SAME AS ABOVE Fax #: SAME AS ABOVE

Applicant's operation: Manufacturing Service Wholesale Other

Brief description of business: MANUFACTURE OF PLASTIC PACKAGING CONTAINERS AND PROMOTIONAL ADVERTISING SPECIALITY PRODUCTS

To describe what kind of entity Applicant is, please check one of the following:

Public Corp. Private Corp. General Partnership Limited Partnership C Corp. S Corp.
 Limited Liability Company Other (specify) _____

Applicant's State of Incorporation or Registration: NEW YORK

States in which Applicant is qualified to do business: NEW YORK

Applicant's Attorney: Name: HENRY SINGER Phone #: _____ Fax #: _____

Firm and Address: _____

Applicant's Accountant: Name: BERNARD SINGER Phone #: _____ Fax #: _____

Firm and Address: _____

II. PROJECT INFORMATION

1. Please briefly describe the proposed project; if machinery and equipment is to be acquired, please list the type:
PURCHASE OF EXISTING BUILDING AT 1320 VIELE AVENUE, BRONX, CONTAINING 294,040 SF, TO
CONSOLIDATE OPERATIONS OF COMPANY, CURRENTLY LOCATED AT 770 GARRISON AVENUE,
1100 LEGGETT AVENUE, AND 1320 VIELE AVENUE, AND RENOVATE BUILDING FOR
MANUFACTURING OPERATION THAT WILL BE RELOCATED FROM 770 GARRISON AVENUE.

2. Please give best estimates for all anticipated costs and proposed sources of financing involved in the project:

| <u>Uses of Funds</u> | | <u>Sources of Funds</u> | |
|-----------------------------------|------------|---------------------------------|------------|
| Land & Building (Acquisition) | ██████████ | Bonds | ██████████ |
| New Construction | | Loans (Please Identify Sources) | |
| Renovations/Building Improvements | 915,000 | Company funds | 1,748,405 |
| Machinery/Equipment | 96,125 | Officer Equity/Loans | |
| Fees/Other Soft Costs | ██████████ | Other Sources (Please Identify) | |
| Other (explain) Moving | 33,700 | | |
| Total Project Costs | ██████████ | Total Project Sources | ██████████ |

Please explain costs, loans and other sources of funding on a separate sheet. SEE FOLLOWING

3. Please provide the following information relating to the proposed project site.

| Street Address & Borough | Block Lot & Section Number | Square Footage of Land | Square Footage of Building | Currently Owned or Leased | Number of Floors including Basement | Zoning |
|--------------------------|----------------------------|------------------------|----------------------------|---------------------------|-------------------------------------|--------|
| 1320 VIELE AVE, BRONX | 2777/292 | 309,000 | 294,040 | LEASED | 1 + Mezz | M3-1 |
| | | | | | | |
| | | | | | | |

GARY PLASTIC PACKAGING CORP.
IL PROJECT INFORMATION - QUESTION 2

PROJECTED BUILDING RENOVATIONS

| | | |
|--------------------------|----|----------|
| ELECTRIC | | ████████ |
| FENCING | | 19,870 |
| AIR & WATER DISTRIBUTION | | 102,700 |
| OFFICE RENOVATION | | 72,185 |
| HVAC | | ████████ |
| SIDEWALKS | | 36,000 |
| ROOF | | 80,000 |
| TOTAL | | 870,305 |
| Contingency @ | 5% | 43,515 |
| Total | | ████████ |
| Say | | 915,000 |

PROJECTED EQUIPMENT PURCHASE

| | | |
|----------------|--|--------|
| OVERHEAD CRANE | | 96,125 |
|----------------|--|--------|

GARY PLASTIC PACKAGING CORP.
 II PROJECT INFORMATION - QUESTION 2

ESTIMATED FEES & EXPENSES - LETTER OF CREDIT

| | | | |
|------------------------------------|------------|------------|------------|
| Project Cost | [REDACTED] | | |
| Total Est. Financing | 6,200,000 | | |
| Tax-Exempt Bond | [REDACTED] | | |
| Secondary Financing | 0 | | |
| | | Category | Bond |
| | | Total | |
| CLOSING | | | |
| Title/Mortgage Ins. | 23,250 | | |
| Insurance | [REDACTED] | [REDACTED] | [REDACTED] |
| BANK | | | |
| Commitment Fee - Primary @ 1.0 | [REDACTED] | | |
| Commitment Fee - Secondary | 0 | | |
| LC Fee (Partial) | 15,590 | | |
| Legal - Primary | [REDACTED] | | |
| Legal/Fees - Secondary | 0 | | |
| Appraisal | 6,500 | | |
| | | [REDACTED] | [REDACTED] |
| COMPANY | | | |
| Legal | [REDACTED] | | |
| Other Prof Fees | 10,000 | | |
| | | [REDACTED] | [REDACTED] |
| AGENCY | | | |
| IDA Fee | [REDACTED] | | |
| Bond Counsel | 35,000 | | |
| Agency Counsel | 5,000 | | |
| Trustee Counsel | 5,000 | | |
| Trustee Initiation | 6,500 | | |
| Mis Expenses | 7,500 | | |
| | | [REDACTED] | [REDACTED] |
| UNDERWRITER | | | |
| Fee @ 1.25% | [REDACTED] | | |
| Remarketing Fee @ .25% | 15,500 | | |
| Counsel | 20,000 | | |
| Rating Agency | 10,000 | | |
| Printing | 5,000 | | |
| | | [REDACTED] | [REDACTED] |
| OTHER | | | |
| Surveys | 5,000 | | |
| Environmental | [REDACTED] | | |
| | | [REDACTED] | [REDACTED] |
| ESTIMATED CLOSING COSTS | | | |
| | | [REDACTED] | [REDACTED] |
| CONSTRUCTION / PROJECT FEES | | | |
| Architectural/Engineering | 10,000 | | 10,000 |
| Project | [REDACTED] | | [REDACTED] |
| Soil Testing | 0 | | 0 |
| Fees/Expenses | [REDACTED] | | [REDACTED] |
| Surveys | 0 | | 0 |
| Inspections | [REDACTED] | | [REDACTED] |
| Insurance (Construction) | 0 | | 0 |
| Construction Yr. Interest | 0 | | 0 |
| Environmental | 0 | | 0 |
| Other Expenses | 12,000 | | 12,000 |
| | | [REDACTED] | [REDACTED] |
| TOTAL FEES AND EXPENSES | | | |
| | | [REDACTED] | [REDACTED] |

GARY PLASTIC PACKAGING CORP.
II PROJECT INFORMATION - QUESTION 2

PRELIMINARY SOURCES AND USES - LETTER OF CREDIT

| USES | COST | SOURCES | BANK DEBT | SUBDEBT | EQUITY | TOTAL |
|--------------------------------|---------------|---------------|-----------|---------|-----------|-----------|
| LAND ACQUISITION | 2,914,765 (2) | 1,550,000 (3) | | | 1,364,765 | 2,914,765 |
| BUILDING ACQUISITION | | | | | | |
| LAND/BUILDING TOTAL | | | | | | |
| CONSTRUCTION | 0 | 0 | | | 0 | - |
| ADDITION-CONSTRUCTION | 915,000 | 915,000 (4) | | | 0 | 915,000 |
| RENOVATION | 96,125 | 96,125 | | | 0 | 96,125 |
| MACHINERY | 0 | 0 | | | 0 | - |
| REFUNDING | | | | | | |
| COST OF ISSUANCE (UNQUALIFIED) | | | | | | |
| CONST. / PROJ. FEES/EXPENSES | | | | | | |
| CLOSING COSTS (UNQUALIFIED) | | | | | | |
| OTHER FEES/EXPENSES | | | | | | |
| TOTAL | | | | | | |
| RESERVE | | | | | | |
| TOTAL USES | | | | | | |

NOTES:

- (1) Per Contract of Sale
- (2) Pro-rated in accordance with Appraisal
- (3) Bond Proceeds for land acquisition can not exceed 25% of total bond proceeds:
 land acquisition equals: 47% 25% equals: 1,550,000
- (4) Renovation costs must equal or exceed 15% of the pro-rata cost of acquiring the Building with Bond Proceeds
 Projected renovation costs equals: 26%
- (5) Cannot exceed 2% of bond proceeds: \$124,000
- (6) Cost of Issuance and Unqualified Costs cannot total more than 5% of bond proceeds
 Qualified Costs equals: 97.52%
- (7) Moving Expense

4. Please provide the following information regarding all present and proposed tenant(s) and sub-tenant(s) at the proposed project site, their percentage of occupancy, and affiliation with the Applicant.

| Name Contact & Phone | Affiliation with Applicant | Square Feet & Floors (Percent of Occupancy) | Lease Expiration | Tenant Business |
|----------------------|----------------------------|---|------------------|-----------------|
| NOT APPLICABLE | | | | |
| | | | | |
| | | | | |

5. Provide street address, borough or town, for premises which you currently own or lease, even if you don't occupy same. Do you plan to terminate/sell/vacate/remain at such premises? With respect to currently leased premises, provide the name and address of the landlord and the expiration date of the lease term. Please provide additional details on an attached sheet.

| Property Location | Borough/Town | Own/Lease | Landlord | Lease Expiration | Planned Disposition |
|---------------------|--------------|-----------|-----------------|------------------|---------------------|
| 770 GARRISON AVENUE | BRONX | OWN | | | RENT |
| 1320 VIELE AVENUE | BRONX | LEASE | VIELE RLTY CORP | 3/31/02 | REMAIN |
| 1100 LEGGETT AVENUE | BRONX | OWN | | | RENT |

6. Is there a relationship, by virtue of common control or through related persons, directly or indirectly, between the Applicant and the present owner of the project site?

YES NO If yes, please provide all details on attached sheet.

7. Will a real estate holding company, limited liability company, or partnership be formed to own the project or premises?

YES NO

If yes, please provide the name and address of same, the kind of entity (corporation, partnership, etc.), and its officers, partners, shareholders, members, and their respective percentage ownership, etc.

III. DUE DILIGENCE

1. List name(s), address(es), and phone and fax numbers of any other entity in which, directly or indirectly, Applicant or any of its shareholders, partners, directors, or officers individually or collectively hold 5% or more of the stock or ownership interest (an "Affiliate"). Please include real estate holding companies if applicable.

| Entity Name | Address | Phone/Fax Number | Percent Interest |
|--------------------------|------------|------------------|------------------|
| VIELE MANUFACTURING CORP | [REDACTED] | [REDACTED] | [REDACTED] |
| | | | |
| | | | |

2. Has Applicant or any of its Affiliates ever received, or is currently receiving, financial assistance or any other kind of discretionary benefit from any governmental entity or agency, including the New York City Industrial Development Agency ?

YES NO If yes, please provide all details on attached sheet. SEE FOLLOWING

3. Has the Applicant, or any existing or proposed tenant of the proposed project facility, or any person related to any of the foregoing, received or benefitted from within the past six months, or is contemplating to receive or benefit from within the next six months, tax-exempt financing anywhere within the United States?

YES NO If yes, please provide all details on attached sheet.

4. Has Applicant, or any stockholder, partner, officer or director, or any entity with which any of the foregoing individuals have been associated, ever been adjudicated bankrupt or placed in receivership, or otherwise been the subject of a bankruptcy or similar proceedings (prior or current)?

YES NO If yes, please provide all details on attached sheet.

5. Have any of Applicant's stockholders, partners, officers or directors ever been convicted of any criminal proceedings?

YES NO If yes, please provide all details on attached sheet.

6. Is Applicant, or any stockholder, partner, officer or director of Applicant, a plaintiff or defendant in any civil or criminal proceedings?

YES NO If yes, please provide all details on attached sheet.

GARY PLASTIC PACKAGING CORP.

III. DUE DILIGENCE - QUESTION 2

- 1970 - Purchased 770 Garrison Avenue, a 53,000 sq. ft., two floor building, with financing assistance from NYS Job Development Authority and US Small Business Administration, and financed equipment with assistance from NY Business Development Corporation and US Small Business Administration.
- 1973 - Constructed 14,000 sq. ft., one story, addition to 770 Garrison Avenue with financing assistance from NYS Job Development Authority and US Small Business Administration.
- 1982 - Constructed second one story addition, containing 12,000 sq. ft., to 770 Garrison Avenue with financing assistance from US Economic Development Administration and US Small Business Administration.
- 1984 - Purchased 1170 Randall Avenue, containing 27,500 sq. ft., and machinery and equipment from another company, with a \$2.6 million bond issued by NYC IDA. Paid off bond in 1993.

In addition the Company has received tax exemptions on 770 Garrison Avenue from the NYC Industrial and Commercial Incentive Program and energy discounts from the NYC Energy Cost Savings Program.

GARY PLASTIC PACKAGING CORP.

III. DUE DILIGENCE - QUESTION 6

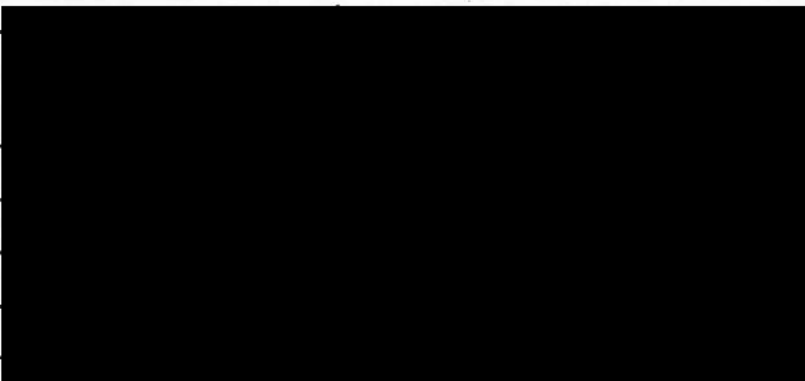
The Company has filed suit against a former employee who it believes stole proprietary business information at the termination of his employment and is seeking damages, to be determined, but which are expected to be in excess of \$1.0 million. The former employee in turn has filed a claim against the Company and Gary Hellinger, alleging breach of contract, fraud, estoppel, intentional infliction of severe emotional distress and additional compensation, to be determined, but in excess of \$1.0 million. The matter is still in the discovery stage.

7. If you responded yes to the previous two questions, in what litigation is Applicant, or any of the individuals and entities currently involved, either as plaintiffs or as named defendants? Provide all details on attached sheet.
8. Does Applicant have any contingent liabilities? (e.g., pending claims; federal, state or local tax liabilities; judgment liens; other liens, etc.)
- YES NO If yes, please provide all details on attached sheet.
9. Has Applicant filed all required tax returns with appropriate governmental jurisdictions entities?
- YES NO If no, please provide all details on attached sheet.

Please provide the following information:

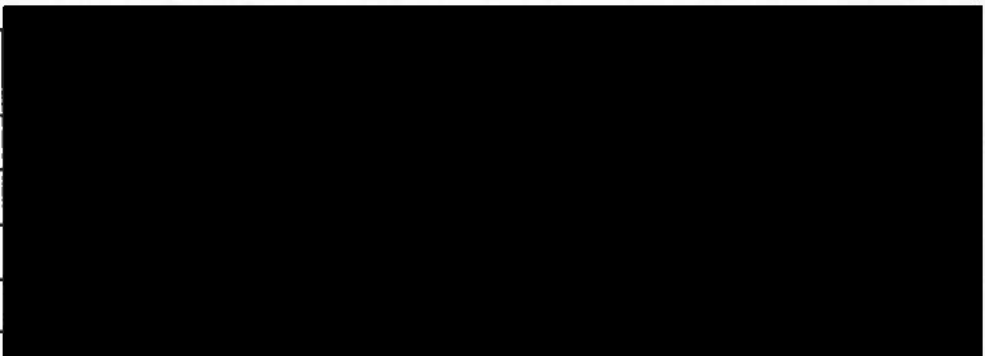
10. Company Principals (please attach a brief resume)

| Name | Title |
|-------------------|----------|
| GARY HELLINGER | CEO |
| MARILYN HELLINGER | VP / SEC |
| | |
| | |



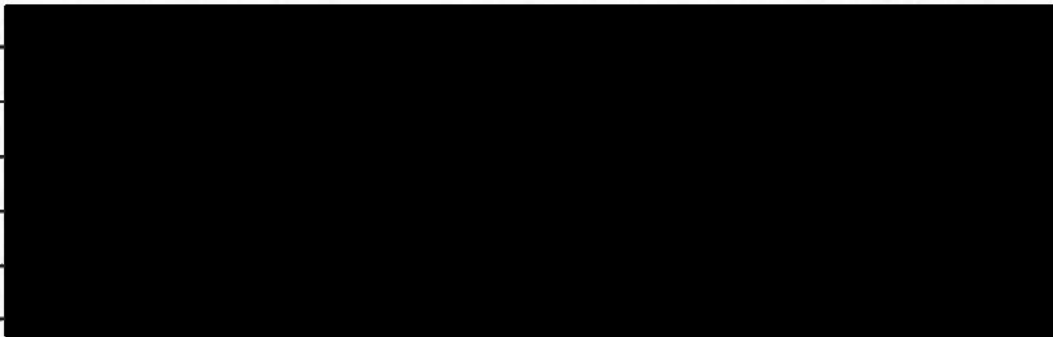
11. Major Customers

| |
|--------------------|
| Company Name |
| DURPHY PACKAGING |
| DEVON INDUSTRIES |
| FLOWERS & BALLOONS |
| |



12. **Major Suppliers**

| |
|---------------------|
| Company Name |
| HUNTSMAN CHEMICAL |
| SOUTHERN CONTAINER |
| GOLDMARK PLASTICS |
| AMCO PLASTICS, INC |



13. **Unions**

| Union | Address | Phone/Fax | Contact Person | Contract Expiration |
|---|---------|-----------|----------------|---------------------|
| UNION OF NEEDLETRADES, INDUSTRIAL, & TEXTILE EMPLOYEES, AFL-CIO | | | | |
| | | | | |
| | | | | |

14. **Banks**

| Bank Name | Contact Person | Phone/Fax | Type of Account |
|-----------------|----------------|-----------|-----------------|
| CHASE MANHATTAN | | | |
| CHASE MANHATTAN | | | |
| | | | |
| | | | |

IV. CERTIFICATION

GARY PLASTIC

I, the undersigned, request on behalf of PACKAGING CORP. ("Applicant") that this Application, including financial data and any tax returns submitted herewith, be submitted for review by the Board of Directors of the New York City Industrial Development Agency ("IDA"). I hereby certify that the information contained herein and in the attachments hereto, are, to the best of my knowledge and belief, accurate, true and correct. I understand that any intentional misstatements or misleading information contained herein, or the omission of relevant information, could be cause for rescission of IDA approval and IDA benefits. Further, I fully understand and accept the fees associated with the IDA program, including but not limited to the IDA Closing Fee; I fully understand and accept the benefit package I am to receive under the IDA program; and I acknowledge receipt from the IDA of a memorandum explaining legal, insurance and various real estate related requirements, all of which will be necessary for the contemplated project.

On behalf of Applicant, I hereby acknowledge and agree that Applicant shall be, and is responsible for, and shall promptly pay all costs incurred by the IDA, in connection with document negotiations, closing and, where applicable, bond issuance and sale, whether or not closing occurs and whether or not bond issuance and sale occur in applicable instances. The aforesaid costs, and Applicant's obligation hereunder to pay for same, shall include, but not be limited to, attorney's fees. Applicant's obligations hereunder are absolute and shall in no event be contingent upon closing.

On behalf of myself, all other principals of Applicant, and Applicant, I hereby authorize the IDA and the New York City Department of Investigation (DOI) to initiate their background clearance procedure with respect to myself, all other principals of Applicant, and Applicant. I, all other principals of Applicant, and Applicant agree to give the DOI permission to secure all necessary personal data from all relevant sources, public and private, and I, all other principals of Applicant, and Applicant further agree to cooperate in all phases of the DOI background and clearance procedure. I, all other principals of Applicant, and the Applicant agree to hold the IDA and the City of New York harmless with respect to any claims for injury, damage, loss or expense which may arise should the above mentioned background clearance procedure not be completed satisfactorily.

On behalf of Applicant and its existing and future affiliates, I authorize any private or governmental entity, including but not limited to The New York State Department of Labor ("DOL"), to release to the IDA and/or to the New York City Economic Development Corporation ("EDC"), and/or to the successors and assigns of either (collectively, the "Information Recipients"), any and all employment information under its control and pertinent to Applicant and its existing and future affiliates and the employees of same. In addition, upon the IDA's request, Applicant shall provide to the IDA any employment information in Applicant's possession or in the possession of any of Applicant's existing and future affiliates, which is pertinent to Applicant and Applicant's existing and future affiliates and the employees of same. Information released or provided to Information Recipients by the DOL, or by any other governmental entity, or by any private entity, or by Applicant itself (collectively, "Employment Information"), may be disclosed by the Information Recipients in connection with the administration of the programs of the IDA, and/or EDC, and/or the successors and assigns of either, and/or the City of New York, and/or as may be necessary to comply with law; and, without limiting the foregoing, the Employment Information may be included in (x) reports prepared by the Information Recipients pursuant to New York City Local Law 69 of 1993, (y) other reports required of the IDA, and (z) any other reports required by law. If the IDA approves this Application and the IDA Board of Directors approves the financing project which is the subject of this Application, this authorization shall remain in effect through the term of the financial assistance documents which the Applicant and the IDA will enter into at closing. If the IDA does not approve this Application, and/or the IDA Board of Directors does not approve the project which is the subject of this Application, this authorization shall remain in effect through the earlier to occur of the aforesaid decisions not to approve.

I, all other principals of Applicant, and Applicant, understand that the IDA may be requested to disclose the information contained in this Application and the attachments hereto, under applicable disclosure laws, or at the request of investigative law enforcement or other governmental bodies. On behalf of myself, all other principals of Applicant, and Applicant, I authorize the IDA to disclose any such information, under such law or where so requested, and I, all other principals of Applicant and the Applicant release the IDA from any liability to the Applicant, all other principals, and/or myself for such disclosure. I also authorize the IDA at its discretion to transmit this Application, including any financial data or tax returns submitted herewith, to the IDA's financial advisors.

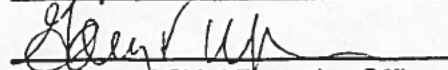
On behalf of Applicant, I acknowledge and agree that the IDA reserves the right to require Applicant to submit at Applicant's sole expense, such other documentation as the IDA may require in addition to the documentation required hereunder, and that all such documentation, whether requested hereunder or hereafter, shall be provided at Applicant's sole cost and expenses, and shall be in form and substance satisfactory to the IDA.

Approval of this Application may only be granted by the IDA's Board of Directors through the Board's adoption of an inducement or authorizing resolution for the project described in this Application. Additionally, it is understood and agreed that the \$2,500 Application fee accompanying this Application is non-refundable, regardless of whether or not this Application is so approved. Applicant acknowledges and accepts that: the \$2,500 Application fee will accrue toward payment of the IDA Closing Fee should closing occur; and if and when the IDA's Board of Directors approves this Application, the Agency may additionally require Applicant to pay at such time an amount equal to 1/10 of a percent of the bond/project amount (as applicable), which payment shall also accrue toward payment of the IDA Closing Fee should closing occur.

Date:

3/3/98

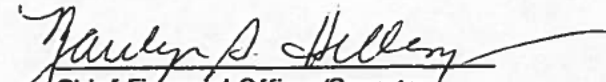
Certification By:


Signature of Chief Executive Officer

GARY HELLINGER

Printed Name

Attested By:


Chief Financial Officer/Secretary

MARILYN HELLINGER, SEC

Printed Name